



**THE COMPANIES ACTS 1948 TO 1980  
COMPANY NUMBER 1573552  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

1573552

**SPECIAL RESOLUTION  
OF A.C.O.R.D.**

**(AGENCY FOR CO-OPERATION AND RESEARCH IN DEVELOPMENT/  
ASSOCIATION DE COOPERATION ET DE RECHERCHE POUR LE  
DEVELOPPEMENT)**

**Dated 13<sup>th</sup> November 1998**

As Chairman of the above-named Company I hereby confirm the following resolutions were duly passed as special resolutions:

1. That there be inserted a new Clause 4 (cc) and that the current Clause 4 (cc) be relettered 4(dd) of the Memorandum of Association:

"4(cc) *To provide indemnity insurance to cover the liability of the directors:*

- (i) *which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Agency; or*
- (ii) *to make contributions to the assets of the Agency in accordance with the provisions of Section 214 of the Insolvency Act 1986:*

*Provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Agency; and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of the Agency (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the agency would avoid going into insolvent liquidation."*

2. That Clause 5 of the Memorandum of Association be amended to include the following Clause 5(f):

*"5 (f) of any premium in respect of any indemnity insurance to cover the liability of the directors:*

- (i) *which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Agency; or*
- (ii) *to make contributions to the assets of the Agency in accordance with the provisions of Section 214 of the Insolvency Act 1986:*

*Provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Agency: and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of the Agency (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the agency would avoid going into insolvent liquidation."*

  
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CHAIRMAN